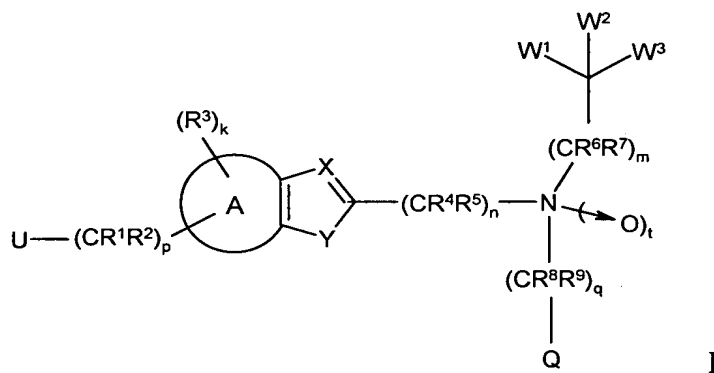


## Amendments to the claims

This listing of claims will replace all prior versions, and listings, of claims in the application:

### Listing of Claims:

1. (Currently amended): A compound of Formula I:



wherein:

X is CH or N;

Y is N(R<sup>10</sup>), O, or S, wherein t is 0 or 1 when Y is N(R<sup>10</sup>) or O, and t is 0 when Y is S;

U is selected from halo, -OR<sup>10</sup>, -NR<sup>14</sup>R<sup>15</sup>, nitro, cyano, -COOR<sup>10</sup>, -COR<sup>13</sup>, -OCOR<sup>13</sup>, -CONR<sup>14</sup>R<sup>15</sup>, -N(R<sup>14</sup>)COR<sup>13</sup>, -SO<sub>3</sub>H, -SO<sub>2</sub>NR<sup>14</sup>R<sup>15</sup>, -C(=NR<sup>17</sup>)NR<sup>14</sup>R<sup>15</sup>, -N(R<sup>14</sup>)SO<sub>2</sub>R<sup>16</sup>, and a 5 or 6-membered heterocyclic group;

A is a phenyl fused ring moiety or a pyridyl fused ring moiety, wherein when A is a phenyl ring moiety, k is 0-3 and t is 0 or 1 and when A is a pyridyl ring moiety, k is 0-2 and t is 0;

W<sup>1</sup> is selected from C<sub>3</sub>-C<sub>8</sub> cycloalkyl, aryl and Het, wherein said C<sub>3</sub>-C<sub>8</sub> cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-CO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-C(O)SR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-COR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>3</sub>H, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>NR<sup>11</sup>R<sup>12</sup>,

-C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SOR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OCOR<sup>13</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)OR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>C(O)OR<sup>13</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>C(O)NR<sup>11</sup>R<sup>12</sup>, and -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>COR<sup>13</sup>, where said  
C<sub>1</sub>-C<sub>6</sub> alkyl, is optionally unsubstituted or substituted by one or more halo  
substituents;

W<sup>2</sup> is selected from H, halo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CO<sub>2</sub>R<sup>10</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-C(O)SR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-COR<sup>13</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-OCOR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OCONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>CONR<sup>11</sup>R<sup>12</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>COR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar and  
-C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or  
substituted by one or more halo substituents, and wherein the C<sub>3</sub>-C<sub>7</sub> cycloalkyl, Ar  
and Het moieties of said -C<sub>0</sub>-C<sub>6</sub> alkyl-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar and  
-C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl are optionally unsubstituted or substituted with one or  
more groups independently selected from halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl,  
C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-CO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-C(O)SR<sup>10</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-CONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-COR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>3</sub>H, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>NR<sup>11</sup>R<sup>12</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SOR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OCOR<sup>13</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)OR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>C(O)OR<sup>13</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>C(O)NR<sup>11</sup>R<sup>12</sup>, and -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>COR<sup>13</sup>, where said  
C<sub>1</sub>-C<sub>6</sub> alkyl, is optionally unsubstituted or substituted by one or more halo  
substituents;

W<sup>3</sup> is selected from the group consisting of: H, halo, C<sub>1</sub>-C<sub>6</sub> alkyl,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CO<sub>2</sub>R<sup>10</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-C(O)SR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-COR<sup>13</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-OCOR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OCONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>CONR<sup>11</sup>R<sup>12</sup>,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>COR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het, -C<sub>1</sub>-C<sub>6</sub> alkyl-Ar and  
-C<sub>1</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or  
substituted by one or more halo substituents;

Q is selected from C<sub>3</sub>-C<sub>8</sub> cycloalkyl, Ar and Het; wherein said C<sub>3</sub>-C<sub>8</sub> cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-CO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-C(O)SR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-COR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>3</sub>H, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SOR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OCOR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)OR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>C(O)OR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>C(O)NR<sup>11</sup>R<sup>12</sup>, and -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>COR<sup>13</sup>, where said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or substituted by one or more halo substituents;

p is 0-8;

~~[[n is 2-8]]~~ n is 2;

m is 0 or 1;

q is 0 or 1;

t is 0 or 1;

each R<sup>1</sup> and R<sup>2</sup> are independently selected from H, halo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>10</sup>, -C<sub>1</sub>-C<sub>6</sub> alkyl-Het, -C<sub>1</sub>-C<sub>6</sub> alkyl-Ar and -C<sub>1</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, or R<sup>1</sup> and R<sup>2</sup> together with the carbon to which they are attached form a 3-5 membered carbocyclic or heterocyclic ring, wherein said heterocyclic ring contains one, or more heteroatoms selected from N, O, and S, where said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R<sup>3</sup> is the same or different and is independently selected from halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-CO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-C(O)SR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-CONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-COR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OR<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>3</sub>H, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-SOR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OCOR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-OC(O)OR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>C(O)OR<sup>13</sup>, -C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>C(O)NR<sup>11</sup>R<sup>12</sup>, and

-C<sub>0</sub>-C<sub>6</sub> alkyl-NR<sup>11</sup>COR<sup>13</sup>, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R<sup>4</sup> and R<sup>5</sup> is independently selected from H, halo, C<sub>1</sub>-C<sub>6</sub> alkyl,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar and -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl;

R<sup>6</sup> and R<sup>7</sup> are each independently selected from H, halo, C<sub>1</sub>-C<sub>6</sub> alkyl,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar and -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl;

R<sup>8</sup> and R<sup>9</sup> are each independently selected from H, halo, C<sub>1</sub>-C<sub>6</sub> alkyl,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar and -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl;

R<sup>10</sup> is selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het and -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl;

each R<sup>11</sup> and each R<sup>12</sup> are independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl,  
C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het and  
-C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, or R<sup>11</sup> and R<sup>12</sup> together with the nitrogen to which they  
are attached form a 4-7 membered heterocyclic ring which optionally contains one or  
more additional heteroatoms selected from N, O, and S;

R<sup>13</sup> is selected from C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het and -C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl;

R<sup>14</sup> and R<sup>15</sup> are each independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl,  
C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-O-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-O-Het,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-O-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-S(O)<sub>x</sub>-C<sub>1</sub>-C<sub>6</sub> alkyl,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-S(O)<sub>x</sub>-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-S(O)<sub>x</sub>-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-S(O)<sub>x</sub>-C<sub>3</sub>-C<sub>7</sub> cycloalkyl,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-NH-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-NH-Het, -C<sub>0</sub>-C<sub>6</sub> alkyl-NH-C<sub>3</sub>-C<sub>7</sub> cycloalkyl,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-Het,  
-C<sub>0</sub>-C<sub>6</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>6</sub> alkyl-Het and  
-C<sub>0</sub>-C<sub>6</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, where x is 0, 1 or 2, or R<sup>14</sup> and R<sup>15</sup>, together with the  
nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which  
optionally contains one or more additional heteroatoms selected from N, O, and S,  
wherein said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally substituted by one or more of the substituents  
independently selected from the group halo, -OH, -SH, -NH<sub>2</sub>, -NH(unsubstituted  
C<sub>1</sub>-C<sub>6</sub> alkyl), -N(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl)(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl), unsubstituted

-OC<sub>1</sub>-C<sub>6</sub> alkyl, -CO<sub>2</sub>H, -CO<sub>2</sub>(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl), -CONH<sub>2</sub>,  
-CONH(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl), -CON(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl)(unsubstituted  
C<sub>1</sub>-C<sub>6</sub> alkyl), -SO<sub>3</sub>H, -SO<sub>2</sub>NH<sub>2</sub>, -SO<sub>2</sub>NH(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl) and  
-SO<sub>2</sub>N(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl)(unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl);

R<sup>16</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar or -C<sub>0</sub>-C<sub>6</sub> alkyl-Het; and

R<sup>17</sup> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>6</sub> alkyl-Ar or -C<sub>0</sub>-C<sub>6</sub> alkyl-Het;

or a pharmaceutically acceptable salt or solvate thereof.

2. (Original): The compound according to claim 1, wherein p is 0, 1 or 2.

3. (Original): The compound according to claim 1, wherein t is 0.

4. (Currently amended): The compound according to ~~any of claims 1-3~~  
claim 1, wherein R<sup>1</sup> and R<sup>2</sup> are each H.

5. (Currently amended): The compound according to ~~any of claims 1-4~~ claim  
1, wherein A is a phenyl fused ring.

6. (Currently amended): The compound according to ~~any of claims 1-5~~ claim  
1, wherein k is 0.

7. (Currently amended): The compound according to ~~any one of claims 1-6~~  
claim 1, wherein U is U is -OR<sup>10</sup>, -COOR<sup>10</sup>, -CONR<sup>11</sup>R<sup>12</sup> or -NR<sup>11</sup>R<sup>12</sup>.

8. (Currently amended): The compound according to ~~any one of claims 1-7~~  
claim 1, wherein U is -OH, -COOH, -CONH<sub>2</sub>, -CON(H)CH<sub>2</sub>-furan-2-yl, or  
-N(H)CH<sub>2</sub>-furan-2-yl.

9-10 (Cancelled).

11. (Currently amended): The compound according to ~~any of claims 1-10~~  
claim 1, wherein q is 1.

12. (Currently amended): The compound according to ~~any of claims 1-11~~  
claim 1, wherein R<sup>8</sup> and R<sup>9</sup> are each H.

13. (Currently amended): The compound according to ~~any of claims 1-12~~  
claim 1, wherein Q is a substituted phenyl group, containing one or two substituents  
selected from halo, C<sub>1</sub>-C<sub>4</sub> alkoxy; and C<sub>1</sub>-C<sub>4</sub> alkyl or Q is a 1,3-benzodioxolyl or  
dihydrobenzofuranyl group.

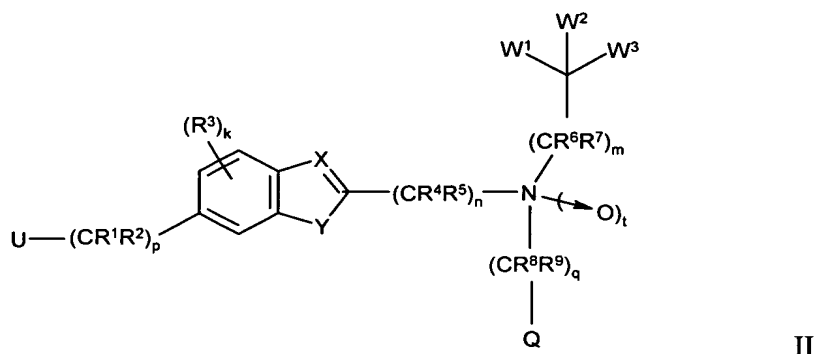
14. (Currently amended): The compound according to ~~any of claims 1-13~~  
claim 1, wherein Q is a phenyl group substituted by one or two substituents selected  
from chloro, trifluoromethyl and methoxy or is a 1,3-benzodioxolyl or a  
dihydrobenzofuranyl group.

15. (Currently amended): The compound according to ~~any one of claims 1-14~~  
claim 1, wherein m is 1 and R<sup>6</sup> and R<sup>7</sup> are both H.

16. (Currently amended): The compound according to ~~any one of claims 1-15~~  
claim 1, wherein W<sup>3</sup> is H

17. (Currently amended): The compound according to ~~any of claims 1-16~~  
claim 1 wherein W<sup>1</sup> and W<sup>2</sup> are each unsubstituted phenyl or W<sup>1</sup> is unsubstituted  
phenyl and W<sup>2</sup> is methyl.

18. (Currently Amended): A compound of Formula II:



wherein:

X is CH or N;

Y is O, or S;

U is selected from halo, -OR<sup>10</sup>, -NR<sup>14</sup>R<sup>15</sup>, cyano, -COOR<sup>10</sup>, -OCOR<sup>13</sup>, -CONR<sup>14</sup>R<sup>15</sup>, -N(R<sup>14</sup>)COR<sup>13</sup>, -SO<sub>2</sub>NR<sup>14</sup>R<sup>15</sup>, -C(=NH)NR<sup>14</sup>R<sup>15</sup>, and a 5 or 6-membered heterocyclic group;

A is a phenyl fused ring moiety, wherein k is 0 or 1;

W<sup>1</sup> is selected from C<sub>3</sub>-C<sub>8</sub> cycloalkyl, aryl and Het, wherein said C<sub>3</sub>-C<sub>8</sub> cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-CO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-C(O)SR<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-CONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-COR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SR<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OR<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SO<sub>3</sub>H, -C<sub>0</sub>-C<sub>4</sub> alkyl-SO<sub>2</sub>NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SOR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OCOR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OC(O)NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OC(O)OR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>C(O)OR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>C(O)NR<sup>11</sup>R<sup>12</sup>, and -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>COR<sup>13</sup>, where said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or substituted by one or more halo substituents;

W<sup>2</sup> is selected from H, halo, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SR<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OR<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-CO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-C(O)SR<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-CONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-COR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OCOR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OCONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>CONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>COR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-Het, -C<sub>0</sub>-C<sub>4</sub> alkyl-Ar and -C<sub>0</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or

substituted by one or more halo substituents, and wherein the C<sub>3</sub>-C<sub>7</sub> cycloalkyl, Ar and Het moieties of said -C<sub>0</sub>-C<sub>4</sub> alkyl-Het, -C<sub>0</sub>-C<sub>4</sub> alkyl-Ar and -C<sub>0</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-CO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-C(O)SR<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-CONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-COR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SR<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OR<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SO<sub>3</sub>H, -C<sub>0</sub>-C<sub>4</sub> alkyl-SO<sub>2</sub>NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SOR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OCOR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OC(O)NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OC(O)OR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>C(O)OR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>C(O)NR<sup>11</sup>R<sup>12</sup>, and -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>COR<sup>13</sup>, where said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or substituted by one or more halo substituents;

W<sup>3</sup> is selected from the group consisting of: H, halo, C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SR<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OR<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-CO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-C(O)SR<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-CONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-COR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OCOR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OCONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>CONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>COR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-Het, -C<sub>1</sub>-C<sub>4</sub> alkyl-Ar and -C<sub>1</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or substituted by one or more halo substituents;

Q is Ar or Het; wherein said Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-CO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-C(O)SR<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-CONR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-COR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SR<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OR<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SO<sub>3</sub>H, -C<sub>0</sub>-C<sub>4</sub> alkyl-SO<sub>2</sub>NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SO<sub>2</sub>R<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SOR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OCOR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OC(O)NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OC(O)OR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>C(O)OR<sup>13</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>C(O)NR<sup>11</sup>R<sup>12</sup>, and -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>COR<sup>13</sup>, where said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or substituted by one or more halo substituents,

p is 0-4;

~~[[n is 3]]~~ n is 2;

m is 0 or 1;



q is 0 or 1;

t is 0;

each R<sup>1</sup> and R<sup>2</sup> are independently selected from H, fluoro, C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-OR<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SR<sup>10</sup>, -C<sub>1</sub>-C<sub>4</sub> alkyl-Het, -C<sub>1</sub>-C<sub>4</sub> alkyl-Ar and -C<sub>1</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, where said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R<sup>3</sup> is the same or different and is independently selected from halo, cyano, C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-NR<sup>11</sup>R<sup>12</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-OR<sup>10</sup>, -C<sub>0</sub>-C<sub>4</sub> alkyl-SO<sub>2</sub>NR<sup>11</sup>R<sup>12</sup>, and -C<sub>0</sub>-C<sub>4</sub> alkyl-CO<sub>2</sub>H, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R<sup>4</sup> and R<sup>5</sup> is independently selected from H, fluoro and C<sub>1</sub>-C<sub>6</sub> alkyl;

R<sup>6</sup> and R<sup>7</sup> are each independently selected from H, fluoro and C<sub>1</sub>-C<sub>6</sub> alkyl;

R<sup>8</sup> and R<sup>9</sup> are each independently selected from H, fluoro and C<sub>1</sub>-C<sub>6</sub> alkyl;

R<sup>10</sup> is selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-Het and -C<sub>0</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl;

each R<sup>11</sup> and each R<sup>12</sup> are independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-Het and -C<sub>0</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, or R<sup>11</sup> and R<sup>12</sup> together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S;

R<sup>13</sup> is selected from C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-Het and -C<sub>0</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl;

R<sup>14</sup> and R<sup>15</sup> are each independently selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-Het, -C<sub>0</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-O-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-O-Het, -C<sub>0</sub>-C<sub>4</sub> alkyl-O-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-S(O)<sub>x</sub>-C<sub>1</sub>-C<sub>6</sub> alkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-S(O)<sub>x</sub>-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-S(O)<sub>x</sub>-Het, -C<sub>0</sub>-C<sub>4</sub> alkyl-S(O)<sub>x</sub>-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-NH-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-NH-Het, -C<sub>0</sub>-C<sub>4</sub> alkyl-NH-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-Het, -C<sub>0</sub>-C<sub>4</sub> alkyl-N(C<sub>1</sub>-C<sub>4</sub> alkyl)-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, -C<sub>0</sub>-C<sub>4</sub> alkyl-Ar, -C<sub>0</sub>-C<sub>4</sub> alkyl-Het and -C<sub>0</sub>-C<sub>4</sub> alkyl-C<sub>3</sub>-C<sub>7</sub> cycloalkyl, where x is 0, 1 or 2, or R<sup>14</sup> and R<sup>15</sup>, together with the

nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl are optionally substituted by one or more of the substituents independently selected from the group halo, -OH, -SH, -NH<sub>2</sub>, -NH(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl), -N(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl)(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl), unsubstituted -OC<sub>1</sub>-C<sub>4</sub> alkyl, -CO<sub>2</sub>H, -CO<sub>2</sub>(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl), -CONH<sub>2</sub>, -CONH(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl), -CON(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl)(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl), -SO<sub>3</sub>H, -SO<sub>2</sub>NH<sub>2</sub>, -SO<sub>2</sub>NH(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl) and -SO<sub>2</sub>N(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl)(unsubstituted C<sub>1</sub>-C<sub>4</sub> alkyl);  
or a pharmaceutically acceptable salt or solvate thereof.

19. (Currently amended): The compound according to ~~any one of claims 1 or 18~~ claim 1, wherein: R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup>, R<sup>4</sup>, R<sup>5</sup>, R<sup>6</sup>, R<sup>7</sup>, R<sup>8</sup> and R<sup>9</sup> are each H; U is -OR<sup>10</sup>, -COOR<sup>10</sup>, -CONR<sup>11</sup>R<sup>12</sup> or -NR<sup>11</sup>R<sup>12</sup>; A is a phenyl fused ring; Q is a substituted phenyl group containing one or two substituents selected from halo, C<sub>1</sub>-C<sub>4</sub> alkoxy and C<sub>1</sub>-C<sub>4</sub> alkyl or Q is a 1,3-benzodioxolyl or a dihydrobenzofuranyl group; p is 1 or 2; ~~[[n is 3]]~~ n is 2; m is 1; q is 1; k is 0; t is 0; W<sup>1</sup> is aryl; W<sup>2</sup> is aryl or C<sub>1</sub>-C<sub>4</sub> alkyl; and W<sup>3</sup> is H; or a pharmaceutically acceptable salt or solvate thereof.

20. (Currently amended): The compound according to claim ~~19~~ 1, wherein R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup>, R<sup>4</sup>, R<sup>5</sup>, R<sup>6</sup>, R<sup>7</sup>, R<sup>8</sup>, R<sup>9</sup> and W<sup>3</sup> are each H; U is -OH, -COOH, -CONH<sub>2</sub>, -CON(H)CH<sub>2</sub>-furan-2-yl, -N(H)CH<sub>2</sub>-furan-2-yl; A is a phenyl fused ring; Q is a phenyl group substituted by one or two substituents selected from chloro, trifluoromethyl and methoxy or Q is a 1,3-benzodioxolyl or a dihydrobenzofuranyl group; p is 1 or 2; ~~[[n is 3]]~~ n is 2; m is 1; q is 1; k is 0; t is 0; W<sup>1</sup> is unsubstituted phenyl; and W<sup>2</sup> is methyl or unsubstituted phenyl; or a pharmaceutically acceptable salt or solvate thereof.

21. (Original): A compound selected from:

2-[2-{ [2-chloro-3-(trifluoromethyl)-benzyl] (2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid,

2-[2-{ [2,4-dimethoxy-benzyl] (2,2-diphenylethyl)amino}ethyl]-5-benzofuran  
acetic acid,

2-[2-{ [(2,3-methylenedioxy)benzyl](2,2-diphenylethyl)amino}ethyl]-5-  
benzofuran acetic acid,

2-[2-{ [(2,3-dihydrobenzo[*b*]furan)methyl] (2,2-diphenylethyl)amino}ethyl]-5-  
benzofuran acetic acid,

2-[2-{ [4-methoxy-benzyl] (2,2-diphenylethyl)amino}ethyl]-5-benzofuran  
acetic acid,

(*R*)-2-[2-{ [2-chloro-3-(trifluoromethyl)-benzyl] (2-methyl-2-  
phenylethyl)amino}ethyl]-5-benzofuran acetic acid,

(*R*)-2-[2-{ [(2,3-dihydrobenzo[*b*]furan)methyl](2-methyl-2-  
phenylethyl)amino}ethyl]-5-benzofuran acetic acid,

(*S*)-2-[2-{ [2-chloro-3-(trifluoromethyl)-benzyl] (2-methyl-2-  
phenylethyl)amino}ethyl]-benzofuran acetic acid,

(*S*)-2-[2-{ [(2,3-dihydrobenzo[*b*]furan)methyl](2-methyl-2-  
phenylethyl)amino}ethyl]-5-benzofuran acetic acid,

2-{2-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-ethyl}-6-  
benzofuran acetic acid,

2-[2-{ [(2,3-methylenedioxy)benzyl](2,2-diphenylethyl)amino}ethyl]-6-  
benzofuran acetic acid,

2-[2-{ [(2,4-dimethoxy)benzyl](2,2-diphenylethyl)amino}ethyl]-6-benzofuran  
acetic acid,

2-{2-[(4-methoxy-benzyl)(2,2-diphenylethyl)amino]-ethyl}-6-benzofuran  
acetic acid,

2-{2-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl-amino) ethyl]-  
benzofuran-6-yl)-N-furan-2-yl methyl-acetamide,

2-{2-[(2,4-dimethoxy-benzyl)(2,2-diphenylethyl)-amino]ethyl}-benzofuran-6-  
yl)-N-furan-2-yl methyl-acetamide,

2-{2-[(2-chloro-3-(trifluoromethyl)-benzyl) (2,2-diphenylethyl-amino)ethyl]-  
benzofuran-6-yl)-acetamide,

(racemic) 2-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2-phenyl-propyl)-amino]-propyl}-benzofuran-6-yl)-acetic acid,

2-(2-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propyl}-benzofuran-6-yl)-ethanol,

2-(2-{3-[(2,4-dimethoxy)-benzyl)-(2,2-diphenylethyl)-amino]-propyl}-benzofuran-6-yl)-ethanol,

2-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-((R)-2-phenyl-propyl)-amino]-propyl}-benzofuran-6-yl)-acetic acid,

2-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-((S)-2-phenyl-propyl)-amino]-propyl}-benzofuran-6-yl)-acetic acid,

(2-chloro-3-trifluoromethyl-benzyl)-(2,2-diphenyl-ethyl)-[3-(6-{2-[(furan-2-ylmethyl)-amino]-ethyl-benzofuran-2-yl)-propyl]-amine,

and a stereoisomer, a stereoisomeric mixture or racemate thereof and a pharmaceutically acceptable salt or solvate thereof.

22. (Original): The compound according to claim 21, selected from:

2-[2-{[2,4-dimethoxy-benzyl](2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid,

(R)-2-[2-{[(2,3-dihydrobenzo[b]furan)methyl](2-methyl-2-phenylethyl)amino}ethyl]-5-benzofuran acetic acid,

2-{2-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-ethyl}-6-benzofuran acetic acid,

2-[2-{[(2,4-dimethoxy)benzyl](2,2-diphenylethyl)amino}ethyl]-6-benzofuran acetic acid,

and a stereoisomer, a stereoisomeric mixture or racemate thereof and a pharmaceutically acceptable salt or solvate thereof.

23. (Currently amended): A pharmaceutical composition comprising a compound according to ~~any one of claims 1-22~~ claim 1 and a pharmaceutically acceptable carrier or diluent.

24. (Cancelled).

25. (Currently amended): A method for the prevention or treatment of an LXR mediated disease or condition comprising administering a therapeutically effective amount of a compound according to ~~any of claims 1-22~~ claim 1.

26. (Original): The method according to claim 25, wherein said LXR mediated disease or condition is cardiovascular disease.

27. (Original): The method according to claim 25, wherein said LXR mediated disease or condition is atherosclerosis.

28. (Original): The method according to claim 25, wherein said LXR mediated disease or condition is inflammation.

29. (Currently amended): A method for increasing reverse cholesterol transport, said method comprising administering a therapeutically effective amount of a compound according to ~~any of claims 1-22~~ claim 1.

30. (Currently amended): A method for inhibiting cholesterol absorption, said method comprising administering a therapeutically effective amount of a compound according to ~~any of claims 1-22~~ claim 1.

31-38 (Cancelled).

39. (Original): A compound selected from the group:

2-[ 2-[( 2,2-diphenylethyl)amino]ethyl]-5-benzofuran acetic acid methyl ester,  
2-[2-[[2-chloro-3-(trifluoromethyl)benzyl-(2,2-diphenylethyl)amino]ethyl]-5-benzofuran acetic acid methyl ester,

2-[2-{ [2,4-dimethoxy-benzyl] (2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,

2-[2-{ [(2,3-methylenedioxy)benzyl](2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,  
2-[2-{ [(2,3-dihydrobenzo[*b*]furan)methyl] (2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,  
2-[2-{ [4-methoxy-benzyl] (2,2-diphenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,  
(*R*)-2-[ 2-[(2-methyl-2-phenylethyl)amino]ethyl]-5-benzofuran acetic acid methyl ester,  
(*R*)-2-[2-{ [2-chloro-3-(trifluoromethyl)-benzyl] (2-methyl-2-phenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,  
(*R*)-2-[2-{ [(2,3-dihydrobenzo[*b*]furan)methyl](2-methyl-2-phenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,  
(*S*)-2-[ 2-[(2-methyl-2-phenylethyl)amino]ethyl]-5-benzofuran acetic acid methyl ester,  
(*S*)-2-[2-{ [2-chloro-3-(trifluoromethyl)-benzyl] (2-methyl-2-phenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,  
(*S*)-2-[2-{ [(2,3-dihydrobenzo[*b*]furan)methyl](2-methyl-2-phenylethyl)amino}ethyl]-5-benzofuran acetic acid methyl ester,  
2-{2-[(2,2-diphenylethyl)amino]-ethyl}-6-benzofuran acetic acid methyl ester,  
2-{2-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-ethyl}-6-benzofuran acetic acid methyl ester,  
2-[2-{ [(2,3-methylenedioxy)benzyl](2,2-diphenylethyl)amino}ethyl]-6-benzofuran acetic acid methyl ester,  
2-[2-{ [(2,4-dimethoxy)benzyl](2,2-diphenylethyl)amino}ethyl]-6-benzofuran acetic acid methyl ester,  
2-{2-[(4-methoxy-benzyl)(2,2-diphenylethyl)amino]-ethyl}-6-benzofuran acetic acid methyl ester,  
and a stereoisomer, a stereoisomeric mixture or racemate thereof and a pharmaceutically acceptable salt or solvate thereof.